

**Exhibit A**

**Affidavit of Sean Allen**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W.R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (JKF)  
) (Jointly Administered)  
)  
Debtors. )

**AFFIDAVIT OF SEAN ALLEN IN SUPPORT OF THE  
APPLICATION OF THE DEBTORS PURSUANT TO FED. R. BANKR. P. 2014(A)  
FOR THE ENTRY OF AN ORDER UNDER SECTION 327(a)  
OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF BANKRUPTCY MANAGEMENT CORPORATION  
AS CLAIMS RECONCILIATION AND SOLICITATION CONSULTANT**

STATE OF CALIFORNIA )  
) ss.  
COUNTY OF LOS ANGELES )

Sean Allen, being duly sworn, deposes and says:

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

1. I am President of Bankruptcy Management Corporation ("BMC"), a bankruptcy services firm that maintains offices at 6096 Upland Terrace South, Seattle, WA 98118, and I make this Affidavit on behalf of BMC (the "Affidavit"). I submit this Affidavit in support of the application (the "Application") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (the "Order") authorizing the employment and retention of BMC as claims reconciliation and solicitation agent for the Debtors in these chapter 11 cases (collectively, the "Chapter 11 Cases"). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

**BMC's Qualifications**

2. BMC is recognized for its expertise as a claims consultant in chapter 11 cases.

3. BMC has substantial experience in noticing, claims processing, claims reconciliation, balloting and distribution. BMC has acted in one or more capacities of official notice agent, claims agent, solicitation agent and/or distribution agent in several cases in this and other judicial districts including: In re Startec Global Communications Corp., Case No. 01-25013 (Bankr. D. MD January 8, 2002); In re Chiquita Brands International, Case No. 01-18812 (Bankr. S.D. OH. November 28, 2001); In re Quality Stores, Inc., Case No. GG 01-10662 (Bankr. W.D. MI November 1, 2001); In re Webvan Group, Inc., Case No. 01-2404 (Bankr. D. Del. July 13, 2001); In re Synadyne III, Inc., Case No LA 01-28160 (BB) (Bankr. C.D. CA. June 11, 2001); In re Teligent, Inc., Case No. 01-12974 (SMB) (Bankr. S.D. N.Y. May 21, 2001); and In re eToys, Inc., Case No. 01-0706 (MFW) (Bankr. D. Del. March 7, 2001).

**Disinterestedness Of Professionals**

4. Based on the results of the conflict search conducted to date and described more fully below, to the best of my knowledge, neither I, BMC, nor any partner or employee thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, other parties-in-interest (as reasonably known to BMC) or their respective attorneys, except as disclosed or otherwise described herein. Further, to the best of my knowledge, no one involved in this case has any connection with or to the U.S. Trustee or any person employed in the Office of the U.S. Trustee for the District of Delaware.

5. To the best of my knowledge, BMC is a “disinterested person” as that term is defined in section 101(14) of title 11 of the United States Code (as amended, the “Bankruptcy Code”), as modified by section 1107(b) of the Bankruptcy Code, in that, its members and employees:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not investment bankers for any outstanding security of the Debtors;
- c. have not been, within three years before the date of the filing of the Debtors’ chapter 11 petition, (i) investment bankers for a security of the Debtors, or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and
- d. were not, within two years before the date of filing of the Debtors’ chapter 11 petitions, a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

6. As part of its practice, BMC appears in numerous cases, proceedings and transactions involving many different professionals, including Kirkland & Ellis, Pachulski, Stang, Ziehl, Young & Jones and other attorneys, accountants, investment bankers and financial

consultants, some of which may represent claimants and parties-in-interest in the Chapter 11 Cases. Further, BMC has in the past, and may in the future, be represented by attorneys and law firms in the legal community, some of whom may be involved in these proceedings. In addition, BMC has in the past and will likely in the future be working with or against other professionals involved in the Chapter 11 Cases in matters unrelated to these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these business relations constitute interests materially adverse to the Debtors herein in matters upon which BMC is to be employed, and none are in connection with the Chapter 11 Cases.

7. While no specific identification has been made, BMC may have in the past performed, and likely in the future will perform, services for creditors or equity security holders of the Debtors in matters unrelated to these cases. A list of the entities BMC reviewed for conflicts is attached hereto as Exhibit A. It is BMC's intent to update and expand its ongoing conflict search for additional parties in interest in an expeditious manner and update this information as necessary.

8. To the best of my knowledge, BMC has not been retained to assist any entity or person other than the Debtors on matters relating to, or in connection with the Chapter 11 Cases. If this Court approves the proposed employment of BMC by the Debtors, BMC will not accept any engagement or perform any service for any entity or person other than the Debtors in the Chapter 11 Cases. BMC will, however, continue to provide professional services to entities or persons that may be creditors of the Debtors or parties in interest in the Chapter 11 Cases; provided, however, that such services do not relate to, or have any direct conflict with, the Chapter 11 Cases.

9. To the best of my knowledge and belief, no BMC employee is a holder of any shares of the Debtors' stock.

10. BMC will periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, BMC will use reasonable efforts to identify such further developments and will promptly file a Supplemental Affidavit as Fed. R. Bankr. P. 2014(a) requires.

**Professional Services/Compensation**

11. BMC will provide such consulting services as BMC and the Debtors shall deem appropriate and feasible in order to advise the Debtors in the course of the Chapter 11 Cases, including but not limited to the following:

- a. Assistance with noticing, reconciliation and solicitation requirements as required by the Bankruptcy Rules;
- b. Management of the claims noticing process including coordination among assigned agents;
- c. Management and performance of reconciliation and resolution of claims;
- d. Act as information and tabulation agent in connection with the solicitation and confirmation of any proposed plan;
- e. Preparation of reports, exhibits, and schedules for use by Debtors or to be delivered to the Court, the Clerk of the U.S. Bankruptcy Court, the Office of the U.S. Trustee, Debtors' counsel or third parties;
- f. Provision of other technical and document management services as requested; and
- g. Other such activities that may arise during the claims reconciliation process

12. BMC shall undertake any other actions and procedures that may be reasonably required in connection with claims reconciliation, information management, technical and document management support and noticing services in the Chapter 11 Cases. The Debtors believe that BMC's services will not duplicate the services that, subject to this Court entering or having entered appropriate orders, others may provide to the Debtors in the Chapter 11 Cases. BMC will use reasonable efforts to coordinate with the Debtors' other retained professionals or agents to avoid unnecessary duplication of services.

13. BMC has agreed to represent the Debtors and charge fees as reflected on the attached Exhibit B.

14. In addition to the fees outlined above, BMC will bill the Debtors for reasonable expenses which are likely to include long distance telephone charges, hand delivery and other delivery charges, travel expenses, computerized research, transcription costs, and third-party photocopying charges.

15. BMC will seek compensation and reimbursement of expenses in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedures, the Local Bankruptcy Rules and orders of this Court, including without limitation, the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, dated May 3, 2001, effective as of April 2, 2001.

16. BMC will maintain reasonably detailed records of any actual and necessary costs and expenses incurred in connection with the aforementioned services.


17. Upon approval of BMC's retention in the Debtors' cases, the Debtors have agreed to provide BMC with a \$250,000.00 in retainers for services related to the Chapter 11 Cases. The Debtors have agreed that the retainer will be used by BMC to apply against its postpetition expense billings and will not be placed in a separate account.

18. No commitments have been made or received by BMC, nor any partner or associate thereof, as to compensation or payment in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. BMC has no agreement with any other entity to share with such entity any compensation received by BMC in connection with the Chapter 11 Cases.

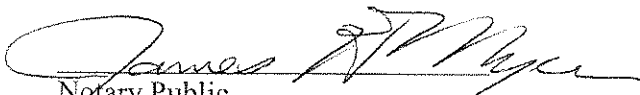


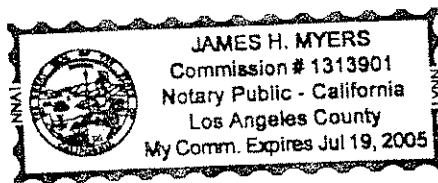
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing  
is true and correct.

Executed on April 12, 2002.

  
Sean Allen  
President  
Bankruptcy Management Corporation

Subscribed and Sworn to before me  
this 12<sup>th</sup> day of APRIL, 2002

  
Notary Public  
My Commission expires: 7-19-05



**EXHIBIT A**

**WR GRACE - INTERESTED PARTIES**

A. Debtors - The Debtors consist of the following 62 entities:

W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.),  
W. R. Grace & Co.-Conn.,  
A-1 Bit & Tool Co., Inc., Alewife Boston Ltd.,  
Alewife Land Corporation, Amicon, Inc.,  
CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.),  
CCHP, Inc., Coalgrace, Inc.,  
Coalgrace II, Inc.,  
Creative Food 'N Fun Company,  
Darex Puerto Rico, Inc.,  
Del Taco Restaurants, Inc.,  
Dewey and Almy, LLC (f/k/a Dewey and Almy Company),  
Ecarg, Inc.,  
Five Alewife Boston Ltd.,  
G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.),  
G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.),  
GEC Management Corporation,  
GN Holdings, Inc.,  
GPC Thomasville Corp.,  
Gloucester New Communities Company, Inc.,  
Grace A-B Inc.,  
Grace A-B II Inc.,  
Grace Chemical Company of Cuba,  
Grace Culinary Systems, Inc.,  
Grace Drilling Company,  
Grace Energy Corporation,  
Grace Environmental, Inc.,  
Grace Europe, Inc.,  
Grace H-G Inc.,  
Grace H-G II Inc.,  
Grace Hotel Services Corporation,  
Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.),  
Grace Offshore Company,  
Grace PAR Corporation,  
Grace Petroleum Libya Incorporated,  
Grace Tarpon Investors, Inc.,  
Grace Ventures Corp.,  
Grace Washington, Inc.,  
W. R. Grace Capital Corporation,  
W. R. Grace Land Corporation,  
Gracoal, Inc.,

Gracoal II, Inc.,  
Guanica-Caribe Land Development Corporation,  
Hanover Square Corporation,  
Homco International, Inc.,  
Kootenai Development Company,  
L B Realty, Inc.,  
Litigation Management, Inc. (f/k/a GHSC Holding, Inc.),  
Grace JVH, Inc.,  
Asbestos Management, Inc.),  
Monolith Enterprises, Incorporated,  
Monroe Street, Inc.,  
MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation),  
MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.),  
MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.),  
Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.),  
E&C Liquidating Corp., Emerson & Cuming, Inc.),  
Southern Oil, Resin & Fiberglass, Inc.,  
Water Street Corporation,  
Axial Basin Ranch Company,  
CC Partners (f/k/a Cross Country Staffing),  
Hayden-Gulch West Coal Company,  
H-G Coal Company.

B. Debtors' Attorneys (general counsel and special bankruptcy counsel)

Kirkland & Ellis  
Pachulski, Stang, Ziehl, Young, & Jones

C. Debtors' Other Professionals (e.g. investment banker, financial advisor, real estate consultant, etc.) retained in connection with the Chapter 11 proceeding

Blackstone Group, L.P.  
R. R. Donnelley & Sons Company  
Kekst and Company Incorporated  
Wachtell, Lipton, Rosen & Katz  
Pitney, Hardin, Kipp & Szuch LLP  
Wallace King Marraro & Branson PLLC  
Nelson Mullins Riley & Scarborough, LLP  
Holmes Roberts & Owen LLP  
Reed Smith LLP  
Kinsella Communications  
Casner & Edwards, LLP  
Rust Consulting, Inc.  
Steptoe & Johnson  
PriceWaterhouseCoopers LLP

- D. Debtors' Affiliates (any person or entity directly or indirectly controlling or controlled by or under direct or indirect common control with the Debtor) (note that these are the non-filing affiliates).

Grace Asia Pacific, Inc  
Grace Collections, Inc.  
Grace Management Services, Inc.  
Grace Foundation, Inc.  
The Separations Group  
Grace Receivables Purchasing, Inc.  
Ichiban Chemical Co., Inc.  
Advanced Refining Technologies Management, Inc.  
Advanced Refining Technologies LLC  
Grace Germany Holdings, Inc.  
Carbon-Dioxide Slurry Systems, L.P.  
Advanced Refining Technologies LP  
Construction Products Dubai, Inc.  
Grace Chemicals, Inc.  
Paramont Coal Co.  
Grace Offshore Turnkey

- E. Debtors' Affiliates Attorneys

None

- F. Debtors' Affiliates Other Professionals (e.g. investment banker, financial advisor, real estate consultant, etc.) retained in connection with the Chapter 11 proceeding

None

- G. Debtors' Officers, including a crisis manger holding an officer title

O. Mario Favorito  
Paul Bettacchi  
Paul J. Norris  
Paul McMahon  
R. H. Locke  
Robert A. Maggio  
Robert F. Jenkins  
Robert J. Bettacchi  
Robert J. Medler  
Robert M. Tarola  
Robert P. Turner  
Ronald C. Cambre  
Ruth E. Rowan  
Susan E. Farnsworth  
Susan Eccher

Thomas A. Vanderslice  
W. Brian McGowan  
William L. Baker  
William L. Monroe  
William M. Corcoran

H. Debtors' Officers Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors knowledge, none have been retained.

I. Debtors' Officers' Other Business Affiliations (e.g. service as an officer or director of another entity)

Information not available

J. Debtors' Directors

Akos L. Nagy  
Alicia Burke  
Anthony G. Riddlesperger  
D. F. Garvey  
David B. Siegel  
David M. Cleary  
David Nakashige  
Dudley L. Bobolts  
Elyse Napoli-Filon  
Fabio Tegiacchi  
Gregory E. Poling  
Henry C. Lyons  
J. Elder  
John F. Akers  
John J. Murphy  
Kang Hui Shen  
Mark A. Shelnitz  
Martin Hunter  
Marye Anne Fox  
Michael A. Miller  
Michael N. Piergrossi

K. Debtors' Directors' Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

L. Debtor' Directors Other Business Affiliations (e.g. service as an officer or director of another entity)

Information not available

M. Debtors' Major Shareholders

CEDE & CO  
W R GRACE & CO BOOK ENTRY MEMO A/C  
LORIOT & CO  
JEANETTE L VACHON TR UA  
PAUL J NORRIS  
CHARLES H ERHART JR  
BOB ROBERT SUNNESS  
WACHOVIA BANK OF NORTH CAROLINA  
M EVELYN BOWMAN  
PHYLLIS SCHRIGER  
JOHN W AUSTIN JR & PATSY W AUSTIN TR UA  
QUENTIN ALEXANDER  
PATRICIA STANLEY  
ELLEN R SAXL  
ANGUS W MERCER  
RONALD C CAMBRE  
JOYCE M MERCER  
WAYNE T SMITH  
ROSE M JOHNSTON  
JOHN A SANTILLO & ROSE SANTILLO  
EDNA M LOOS  
JOANNA M FOLEY & JOSEPH P FOLEY  
JOSEPH A RIGHTMYER  
SIMON ATLAS  
ALANNA FORSHAY FENSKE  
FRED P BRANDT & CATHERINE A. BRANDT  
GEORGE R PERRIN  
R RONALD KLEIMAN  
JOANNA M FOLEY & JOSEPH P FOLEY  
MERLE REPPERT  
DAVID B SIEGEL  
WILLIAM M CORCORAN  
ANN G FITZGERALD  
W BRIAN MC GOWAN  
HARRY S RINKER TR  
RAYMOND E SMILEY  
JANET L FARR & EDWARD S. FARR  
HOLMES OIL COMPANY  
LACK & LINDSAY  
WILLIAM A MAUDE  
WILLIAM L MONROE  
GERALD W HALMO  
DAISY SALZO CASILLA  
FRED P BRANDT  
DOROTHY G KLEIMAN

JAMES G SCHAEFER  
EDMUND F GUARALDI REVOCABLE TRUST  
JOHN O FLENDER  
MAGDALEN SLEEMAN  
ROBERT BENDHEIM  
RUDOLF B PEEST  
ROBERT E ANDERSON & MARY F ANDERSON  
SYLVIA M ERHART  
PHYLLIS SCHRIGER & WILLIAM D ROGER  
EILEEN MARGARET GRIMSDITCH  
RICHARD J SCHOofs  
NOEL A LEE  
BETTY D GREEN  
DOROTHY F SELLERS  
LAWRENCE M PUCCI  
HILDA SALZ O  
BONNIE NAGAI  
CMSS AS EXCHANGE AGENT FOR UNEXCHANGED HOLDERS OF  
CHOMERICS, INC  
GEORGE T FUKUI & KATHERINE K FUKUI  
LILLIAN BERMAN  
LEONARD L BROWN  
JOHNNY P FOREHAND JR  
KATHRYN C MATTINGLY  
GREGORY E POLING  
DOUGLAS V REYNOLDS  
OLAF B SCHUBBE  
THE SMILEY BBN FAMILY PARTNERSHIP  
DAVID LAWRENCE  
THOMAS ARLEN EVANS & DOTZIE KAY EVANS  
FREDA E STRAHL  
MARIA O DE SALZ  
HAROLD A ECKMANN  
THE ABRAHAM FAMILY TRUST  
BARBARA CATES BAYNARD  
WILLIE H BLANTON  
CELWYN COMPANY INC  
RAE C HEIPLE  
BURREL LEONARD  
MARY C KODIS TR  
JOAN MCKAY YOUNG  
MALECH 1989 FAMILY TRUST  
MARGARET M SOKOL  
HAIG TORIGIAN  
QUENTIN L THELEN  
ROBERT L COX JR

LOUISE LOFFREDO  
ELYSE B NAPOLI  
RICHARD J NOZEMACK  
STEVEN S PALOUMBIS  
MARK A SHELNITZ  
GERT H TESKA  
ROBERT H & JOAN P BEBER  
LAUREY MERCER RIGSBEE  
GEORGE MONTGOMERY  
P S DE BEAUMONT

N. Debtors' Major Shareholders' Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

O. All Secured Lenders, including DIP lenders

The Chase Manhattan Bank (agent)  
The Depository Trust Company  
Bank of America, N.A.  
J.P. Morgan & Chase Co.  
First Union Bank  
Credit Suisse First Boston Corp.  
Dresdner Bank A.G.  
Bank of Nova Scotia  
ABN Amro Bank N.V.  
Bank of New York  
Northern Trust Bank  
Wachovia Bank and Trust Company, N.A.  
Hapoalim  
Barclays Bank PLC  
Citibank, N.A.  
Commerzbank A.G.  
Credit Lyonnais  
HSBC/Marine Midland  
Lloyds Bank, Dubai

P. All Secured Lenders' Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

Q. All Substantial Unsecured Bondholders or Lenders

Chase Manhattan Bank  
First Union National Bank  
Dresdner Bank  
Northern Trust Bank



Barclays Bank P.L.C.  
HSBC/Marine Midland  
ABN AMRO Bank N.V.  
Wachovia Bank and Trust Company  
Bank of America

- R. All Substantial Unsecured Bondholders or Lenders Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

- S. All Indenture Trustees

CEDE & Co.  
Deposit Guaranty Corp.

- T. All Indenture Trustees' Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

- U. Official Statutory Committee members (All Committees)

**Unsecured Creditors' Committee**

Zhagrus Environmental, Inc.  
The Bank of New York  
Bankers Trust Company  
Sealed Air Corporation  
ABN Amro Bank N.V.  
First Union National Bank  
J.P. Morgan Chase & Co.  
Bank of America, N.A.  
Wachovia Bank & Trust Co., N.A.

**Property Damage Committee**

Marco Barbenti  
Pacific Freeholds  
The Trustees of Princeton University  
The Prudential Insurance Company of America

**Bodily Injury Committee**

John J. Russell  
Thomas J. Jones  
John Smutko  
Jennette Parent, representative of estate of Thomas Parent  
Steven Jones, representative of estate of Barbara Ellen Hammack

Royce N. Ryan  
Roberta Jeffrey, Esq., representative of estate of Frank Jeffrey  
Anthony Angiuli  
Beverly Maulden, representative of John Wesley Maulden  
Harvey Bair  
Nathan O. Philips, Jr.

**Equity Committee**

Peninsula Partners, LP  
Dimensional Fund Advisors  
Angus W. Mercer  
Raymond E. Smiley

V. Official Statutory Committees' Attorneys (for each Official Committee)

Stroock & Stroock & Lavan LLP  
Bilzin Sumberg Dunn Baena Price & Axelrod  
Caplin & Drysdale  
Campbell & Levine  
Kramer Levin Naftalis & Frankel LLP

W. Official Statutory Committees' Other Professionals (e.g. investment banker, financial advisor, real estate consultant, etc.) by each Official Committee

L. Tersigni Consulting P.C.  
Duane, Morris & Heckscher LLP  
Ferry & Joseph, P.A.

FTI Policano & Manzo  
Legal Analysis Systems, Inc.  
Conway, Del Genio, Gries, & Co.  
Ashby & Geddes, P.A.  
Klett Rooney Lieber & Schorling, P.C.

X. Official Statutory Committees Members' Attorneys retained in connection with the Chapter 11 proceeding

*Creditor's Committee*

Walsh, Monzack, and Monaco  
Moses & Singer LLP  
Skadden, Arps, Slate, Meagher & Flom LLP  
Simpson Thatcher Bartlett  
The Bayard Firm  
Kilpatrick Stockton LLP

*Property Damage Committee*

Ness, Motley, Loadhold, Richardson & Poole  
McGarvey, Heberling, Sullivan & McGarvey PC  
Speight & Runyan  
Martin Dies, Esquire

*Personal Injury Committee*

Jacobs & Crumplar P.A.  
Kelley & Ferraro  
Cooney & Conway  
Ness, Motley, Loadhold, Richardson, & Poole  
Baron & Budd  
McGarvey, Heberling, Sullivan & McGarvey  
Kazan, McClain, Edises, Simon & Abrams  
Weitz & Luxenberg  
Silber Pearlman  
Goldberg, Persky, Jennings & White P.C.  
Robins, Cloud, Greenwood & Lubel LLP

Y. Twenty Largest Unsecured Creditors (as of the date of filing)

The Chase Manhattan Bank  
The Depository Trust Company  
DEDE & Co.  
Los Angeles Unified School District  
Huntsman Corporation  
Zhagrus Environmental, Inc.  
DCP-Lohja Inc.  
PCS Nitrogen Fertilizer, L.P.  
Dupont Dow Elastomers  
Cass Logistics Temporary  
Union Carbide Corp  
Southern Ionics, Inc.  
BASF  
CNA Insurance  
Radian International  
Stone Packaging System  
Valeron Strength Films  
Ingersoll-Rand Fluid Products  
Delta Chemicals

Z. Twenty Largest Unsecured Creditors Attorneys retained in connection with the Chapter 11 proceeding

To the best of Debtors knowledge, none have been retained.

AA. Parties to the Debtors' Significant Executory Contracts and Leases

14901 North Scottsdale Road LLC / SM1/Southwestern Management, Inc.  
2700 Stemmons  
710, Inc.

A. Copeland Enterprises

A. Dong Oriental Grocery and Gift, Inc.

Abnet Realty Co. (Wm. Langfan & Aaron Ziegelman) / B E Holding Corp.

Accomplishments Through People, Inc.

AIP Properties

Alexander Summer, Inc.

Aliferis (UJ's Family Restaurant)

Allstore Realty Group

AMB Property, L.P.

AMCAP/Denver Ltd. Partnership

American Property Investors XI

American United Life Insurance Co.

APAC Teleservices, Inc.

Appollo Cards, Inc.

Arbor Vitae Company N.V.

ASIC Alliance Corporation

Associates Enterprises of Houston

Atlash Corporation N.V.

Autozone, Inc.

Azteca Restaurants (El Torita-La Fiesta)

B & N Enterprises

Baltivest, N.V.

Baronial Corporation, N.V.

Barrand, Inc.

Baydale, Inc. // AMFAC Merchandising Corp.

Bell Canyon Investments Company N.V.

Berch Corporation N.V.

Besswell Corporation, N.V.

Birchwood at Jericho Associates

Bixby Ranch Company

Blakenship Villas of Clovis, Inc.

Boeing Court Partners

Broadway Place I

Bruce & Brent Speckert, Tracey Deatsch, Deborah Frosthalm

Buccola Family trust

Buen Dia Land Company N.V.

Builders Emporium Corp.

Builders Emporium (East), Inc.

Byer Properties

C & S, Inc.

Cabernet Company, N.V.

Caburan Land Company N.V.

Campamar Land Company N.V.  
Caringello Investments II  
Carlisle Property Co.  
Carrow's  
Casa Bonita, Inc.  
Cassco Land Co., Inc.  
Cavil Properties, Inc.  
Cedar Square, A Texas General Partnership  
CFS  
Channel Home Centers  
Channel Home Centers Realty Corp.  
Channel Lumber Company  
Channel of Route 10  
Charger Land Company  
Chart Towne Partnership  
Chattanooga Food Systems, Inc.  
Chi Chi's, Inc.  
Child World, Inc.  
Citizens and Southern Bank of W. Georgia  
City Federal Savings & Loan Association  
City/County of San Francisco - Public Utilities Commission  
Clayton Dean  
Coco's  
Community Distributors, Inc.  
Craddock Diversified Enterprises  
Crested Butte Equities Co.  
D & B of Hollywood  
DAS Restaurants, Inc.  
Dave Christensen, Inc. (successor in-interest - Bellevue Hilton)  
Daylin, Inc.  
De Nada Restaurants, Inc.  
DELCO Development Co. of Gastonia / H. C. Associates  
DELCO Development Co. of Tyvola  
Delta Acquisitons, Ltd.  
Dr/Mrs Robert Schmit  
DT Propiedades  
Dunn International Corporation  
Dunn International of Georgia, Inc.  
El Torito  
El Toro Properties/Corp & Ludo and Gloria Bevilacqua  
Elaine Power Figures Salons, Inc.  
Eminent International Enterprises, Inc.  
Evelyn Art Gallery  
Fairlane Land Comapy, N.V.  
Fast Food Properties  
FBL Partners

Fedi, Fedi, Jaworski & Santini  
FFCA/IIP  
Fidelity Syndications, Inc.  
First Harris Associates, Ltd.  
First National Bank of Bloomington  
Forshaw, Elizabeth  
Frank & Marianne Sorci  
Frederick J. and Pamela M. Axelberd  
Freed Realty Company  
Freeport Center Associates  
Galahad Real Estate Corp.  
Gardner-Smith Associates / Broad River Mall Assoc., L.P. /Hitchner, Witt & Co.  
Garec Ltd. Partnership  
Gaston Health Care, Inc.  
Gene Biggli Properties  
General Mills  
Goodwill Industries fo Greater New York, Inc.  
Green Angel Investments Co., N.V.  
Green Pastures, Inc.  
Grupe - Squaw Valley Company Ltd.  
Handy City Division  
Harry & Elise Grimmer  
H-B, Inc.  
Heathcliff Investment Co., N.V.  
Herman's Sporting Goods, Inc.  
Hines Interest Limited Partnership  
Home Builders Emporium-NY  
Homer J. Rader  
HQ / Hechinger Property Company  
H-T Enterprises V  
Hugh M. Tarbutton  
Ingram Plaza Company  
International Protective Coating Corp. (successor to Pyrotec Industries, Inc.)  
Investcal Develop Co.  
Investcal Realty  
J & J Rentals  
J. E. Smith  
J.C. Food Corporation  
Jack Astor's Leasing  
James G., James H. Ayres and Mary Jane Ayres  
Jericho Restaurant Associates  
Jew, Anthony, MD  
John & Susan Youngson  
John H. Baker III  
John L. Stevenson  
Jojo's

Joseph and Inez Foundation  
Joyce Alyn  
JP Forney Jr, Trustee; Elinor L. Forney; James B. Davis and R.C. Bennett,  
Trustee  
Keg Restaurants  
Keystone Realty Company  
Kravco Company; Lehigh Valley Associates  
Kwo-Tai Richard Sun & Ivy Hsiao-Ming Chen Sun  
La Jolla Village Profesional Center Associates  
La Mesa Crossroads  
Lathampton Corporation  
La Salle National Bank - Trust #100609  
Laguna Hills Investment Company  
Lampeter Joint Venture (Basser and Kaufman)  
Larnet N.V.  
Leverett Corporation N.V.  
Lewis RE Trust, et al.  
Life Time Floors, Inc.  
Lismore Corporation N.V.  
Lister Properties Co.  
Listoville, N.V.  
Lynda Ward  
M.S.B. Properties  
M/M John Santopadre  
Malibu Land Company N.V.  
Mamiye Brothers  
Manor Develpoment Co.  
Margaret & Mike Conrotto  
Mark Hankin and Hanmar Assoc. MLP.  
MARS, Inc.  
Marshall's of Milford, Connecticut., Inc.  
Marshall's of Waterbury, Connecticut., Inc.  
Marshall's of Wayne  
Marshall's, Inc.  
Martinvest, Inc. N.V.  
Mattatuck Plaza Associates (successor to Simon Konover)  
MCC Group Northglenn, LTD.  
MCC Group-Mesquite # Joint Venture  
McCutchin Brothers Joint Venture II  
Mercury Mall Associates  
Merlot Company N.V.  
MGSC Corp.  
Milford Associates  
Missouri Limited Partnership  
Mr. Beef Restaurants, Inc.  
Myers Corner Development Corporation

New England Mutual Life Ins. Co.  
Ninfa's (Rodco, L.C.)  
NoHy  
Northern Hydraulics, Inc.  
Northwest Village Limited  
Olive Garden  
Ollie's Bargain Outlet, Inc.  
Orchard Supply Building Co.  
Pacar, Inc.  
Pancho's Mexican Buffet  
Paragon Steakhouse Restaurants, Inc.  
Parkland Realty  
Paul Choi & Evelyn Youngrea Choi  
Peckman, Peter H. & Nancy M., c/o Investcal Realty Corp.  
Pennsylvania Ltd. Partnership  
Pepper Square Venture I  
Perrot N.V. and Lowell Corporation  
PFRS Dublin Corp.  
PH Associates  
Phoenix Concepts Corporation  
Pier 1 Imports  
Pike-Pal Associates  
Pinata, Inc.  
Plaza Camino Real  
Plus Foods Discount, Inc.  
Princessa Land Company, N.V.  
Principle Life Insurance Co.  
PRS Boyle Rd. Corp / Selden Center Associates / Net Realty Holding  
Quick Foods, Inc. dba Taco Villa  
Quivira 95 Company  
Quortrup Petroleum Products, Inc.  
Rhodes, Inc.  
Richard & Kathryn Rossman  
Richard L. Crawford and Geren Crawford Real Estate Investments  
Robert V. McKeen & Co.  
Robin Roach & Andrew P. Wieland  
RREEF USA Fkund-III  
Russell J. & Milton F. & Joyce Bruzzone  
S. Klein Department Stores, Inc.  
S.A.H. Partnership  
Safari Realty Co., Inc.  
Safeway Stores, Inc.  
Safia, Inc.  
Savmart of New Jersey, Inc.  
Schantz, Schntz & Pernell  
Scott William Wood



Serota & Sons  
Shapell Industries of No. California, Inc.  
Shepler's Inc.  
Sheplers of Texas  
Silver Shadow Land Company  
Snack, Inc.  
Soll Trust  
Sota Bento Land Company, N.V.  
South Plainfield Holding, Inc.  
So. Pacific Dev. Co.  
Southern Pacific Development  
Southview Mexican Ltd. Partnership  
Springs Assoc, L.P.  
Springs Associates  
Stanmel Corp.  
Stein Mart, Inc.  
Stephen Pontiac - Cadillac, Inc.  
Sterling Projects, Inc.  
Sylvor, Robert  
Tony Roma's a/k/a Romacorp, Inc.  
Taaz, L.L.C.  
Taco Del Sur, Inc.  
Taco Villa, Inc.  
Terrin Holding, Co.  
T/H Associates  
The Fabric Emporium  
The Great Atlantic and Pacific Tea Company  
The Lincoln National Life Insurance Co.  
The Lionel Corporation & Lionel Leisure, Inc.  
The Oaks % Key Center  
The Pep Boys - Manny, Moe & Jack  
The Price Company  
The Salvation Army  
The Snyder Living Trust  
The Voit Companies  
Theodore, Judith, Edward & Thelma Bradford  
Topps of Totowa  
Trammel Crow Co.  
Two Forty Associates  
Two Guys from Harrison -- New York., Inc.  
United Benefit Life Insurance Company  
Urban Village Partners  
Vess J. Barnes, Joyce A. Barnes, & Terry Smith as Trustees of Barnes Jewelry,  
Inc. Employees Profit Sharing Trust  
Village Parkway Venture  
Vincent & Rose Di Tommaso

Vintage Faire Assocs  
Virginia Square Ltd.  
Volare Investments Co.  
Vornado, Inc.  
W. H. C. Realty Corp. (successor to Simon Konover)  
Wal-Mart Stores, Inc.  
Watson Land Company a/k/a Chomerics, Inc.  
Wayne Industries, Inc.  
Weingarten Realty Investors  
Weingarten Realty, Inc.  
Wendy's  
West York Associates  
Westbar Limited Partnership  
Whataburger, Inc.  
Whittaker/Valey River Partners  
Who Songs & Larry's  
Wickes Companies, Inc.  
William K. Langfan and Aaron Ziegelman  
Winfield Group  
Wm. & Grace Garcia  
Woodfair Venture, Ltd.  
WRG Assoc. Four  
WRG Assoc. Seven  
WRG Assoc. Six  
WRG Associates Five  
WRG III, L.P.

- BB. Parties to the Debtors' Significant Executory Contracts and Leases Attorneys (retained in connection with the Chapter 11 proceeding)

To the best of the Debtors' knowledge, none have been retained.

- CC. Other Significant Parties-in-Interest (any party that has a substantial economic stake in the debtor; other parties-in-interest include parties in material litigation against The Debtor, public utility commissions of regulated entities, potential parties to M&A or asset transactions with the Debtor, etc.)

**Issuers of the Debtors' Outstanding Surety Bonds:**

American International Group, Inc.  
The Travelers Insurance Co.  
Fireman's Fund Insurance Co.  
The Hartford Financial Services Group, Inc.  
St. Paul Companies, Inc.

**Letter of Credit Issuers:**

ABN AMRO Bank N.V.  
Bank of America, N.A.

Citibank, N.A.  
J.P. Morgan Chase & Co.  
Wachovia Bank & Trust Company, N.A.

DD. Other Significant Parties-in-Interest Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

**EXHIBIT B**

**FEE STRUCTURE**

A. Engagement Support

|                       |                   |
|-----------------------|-------------------|
| Consulting Services   | \$125-\$275 /hour |
| Case Support Services | \$75-175 /hour    |
| Technology Services   | \$90-175 /hour    |
| Information Services  | \$45-85 /hour     |

B. Service and Deliverable Fees

1. Report Processing

|                                     |                     |
|-------------------------------------|---------------------|
| Claim Register and Standard Reports | \$50.00 per request |
| Copying                             | \$0.15 per page     |
| Printing (variable data printing)   | \$0.30 per page     |
| Imaging and Storage                 | \$0.15-20 per image |
| Faxing                              | \$0.75 per page     |

2. Print Mail and Noticing Services

|  |                              |
|--|------------------------------|
| Electronic noticing (no attachment)      | \$150.00 per 1000            |
| Mail File Preparation                    | Hourly/Case Support Services |
| Document Production Setup                | Hourly/Information Services  |
| Return Mail Processing                   | Hourly/Information Services  |
| Finishing (Fold, Stuff, Label, Envelope) | Based on requirements        |
| Postage                                  | At cost                      |
| Legal Notice Publication                 | Quote                        |

3. Balloting/Distribution

|                                |             |
|--------------------------------|-------------|
| Ballot Tabulation (BMC Custom) | \$1.50 each |
| Check Issuance                 | \$1.75 each |

4. BMC Claims Data Management Systems

|                       |                       |
|-----------------------|-----------------------|
| Per Debtor/Per Month* | \$250.00              |
| Per User/Per Month    | \$35.00               |
| Data Storage          | Based on requirements |

BMC will bill monthly for actual services plus out-of-pocket expenses.

\* Based on case requirements and due to the number of debtors,  
BMC will evaluate a reduced monthly charge.